

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION**

In re	)	
NINE MILE PARTNERS, LTD.,	)	Case No. 3:09-10972
59 WEST PARTNERS, LTD.,	)	Case No. 3:09-10977
BROWNSVILLE PLACE PARTNERS, LTD.,	)	Case No. 3:09-10984
CANTONMENT PARTNERS, LTD.,	)	Case No. 3:09-10990
CLANTON PARTNERS, LTD.,	)	Case No. 3:09-10994
GOLDEN SPRINGS PARTNERS, LTD.,	)	Case No. 3:09-10974
LONG BEACH PARTNERS, LTD.,	)	Case No. 3:09-10975
MANDEVILLE PARTNERS, LTD.,	)	Case No. 3:09-10978
NOM FRANKLIN, LTD.,	)	Case No. 3:09-10970
ONE MAIN PLACE PARTNERS, LTD.,	)	Case No. 3:09-10981
OPELIKA PARTNERS, LTD.,	)	Case No. 3:09-10985
OPP PARTNERS, LTD.,	)	Case No. 3:09-10976
PASCAGOULA PROPERTIES, LTD.,	)	Case No. 3:09-10980
RUSSELL CROSSING PARTNERS, LTD., and	)	Case No. 3:09-10988
WYE PARTNERS, LTD.,	)	Case No. 3:09-10991
Debtors.	)	Chapter 11
	)	Joint Administration Requested

**THE DEADLINE FOR FILING A TIMELY RESPONSE IS: October 15, 2009  
IF A RESPONSE IS TIMELY FILED, THE HEARING WILL BE: November 3, 2009, at 9:00 a.m.,  
in Courtroom One, 2<sup>nd</sup> Floor, Customs House, 701 Broadway, Nashville, Tennessee 37203.**

**NOTICE OF APPLICATION TO APPROVE EMPLOYMENT OF  
HARWELL HOWARD HYNE GABBERT & MANNER, P.C. AS COUNSEL FOR DEBTORS**

The Debtors, Nine Mile Partners, Ltd., 59 West Partners, Ltd., Brownsville Place Partners, Ltd., Cantonment Partners, Ltd., Clanton Partners, Ltd., Golden Springs Partners, Ltd., Long Beach Partners, Ltd., Mandeville Partners, Ltd., NOM Franklin, Ltd., One Main Place Partners, Ltd., Opelika Partners, Ltd., Opp Partners, Ltd., Pascagoula Properties, Ltd., Russell Crossing Partners, Ltd. and Wye Partners, Ltd. (the "Debtors"), have asked the court for the following relief: approval of employment of Harwell Howard Hyne Gabbert & Manner, P.C. as their bankruptcy counsel.

**YOUR RIGHTS MAY BE AFFECTED.** If you do not want the court to grant the attached Application, or if you want the court to consider your views on the Application, then on or before October 15, 2009, you or your attorney must:

1. File with the court your written response or objection explaining your position: **PLEASE NOTE: THE BANKRUPTCY COURT FOR THE MIDDLE DISTRICT OF TENNESSEE REQUIRES ELECTRONIC FILING. ANY RESPONSE OR OBJECTION YOU WISH TO FILE MUST BE SUBMITTED ELECTRONICALLY. TO FILE ELECTRONICALLY, YOU OR YOUR ATTORNEY MUST GO TO THE COURT WEBSITE AND FOLLOW THE INSTRUCTIONS AT <https://ecf.tnmb.uscourts.gov>.**
2. **Your response must state that the deadline for filing responses is October 15, 2009, the date of the scheduled hearing is November 3, 2009 at 9:00 a.m., and the application to which you are responding is Application to Approve Employment of Harwell Howard Hyne Gabbert & Manner, P.C. as counsel for Debtors.**
3. You must serve your response or objection by electronic service through the Electronic Filing system described above. You must also mail a copy of your response or objection to any party in interest required to receive notice under the applicable rules of Court that does not receive electronic notice.

If a timely response is filed before the deadline stated above, the hearing will be held at the time and place indicated above. **THERE WILL BE NO FURTHER NOTICE OF THE HEARING DATE.** You may check whether a timely response has been filed by calling the Clerk's office at 615-736-5584 or viewing the case on the Court's web site at <[www.tnmb.uscourts.gov](http://www.tnmb.uscourts.gov)>.

If you or your attorney do not take these steps, the court may decide that you do not oppose the relief sought in the motion and may enter an order granting that relief.

Date: September 25, 2009

/s/ Glenn B. Rose

Glenn B. Rose

Harwell Howard Hyne Gabbert & Manner, P.C.

315 Deaderick Street, Suite 1800

Nashville, Tennessee 37238

615-256-0500 – Telephone

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Debtors.	)	Chapter 11
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**APPLICATION TO APPROVE EMPLOYMENT OF  
HARWELL HOWARD HYNE GABBERT & MANNER, P.C.  
AS COUNSEL FOR DEBTORS**

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The Debtors, Nine Mile Partners, Ltd., 59 West Partners, Ltd., Brownsville Place Partners, Ltd., Cantonment Partners, Ltd., Clanton Partners, Ltd., Golden Springs Partners, Ltd., Long Beach Partners, Ltd., Mandeville Partners, Ltd., NOM Franklin, Ltd., One Main Place Partners, Ltd., Opelika Partners, Ltd., Opp Partners, Ltd., Pascagoula Properties, Ltd., Russell Crossing Partners, Ltd. and Wye Partners, Ltd. (the “Debtors”), respectfully request the Court approve their employment of Harwell Howard Hyne Gabbert & Manner, P.C. (“H3GM”) as their bankruptcy counsel. In support of this Application, the Debtors state as follows:

1. The Debtors have each filed a petition seeking relief under Chapter 11 of Title 11 of the United States Code. The Debtors are in possession of their properties as debtors-in-possession, and are managing their properties.
2. The Debtors wish to employ H3GM as attorneys duly admitted to practice in this Court as bankruptcy counsel for the Debtors.
4. The Debtors have selected H3GM because the Debtors believe H3GM to be well qualified to represent Debtors in this case.
5. The professional services of H3GM will be to provide the Debtors with legal advice with respect to powers and duties in the management of Debtors’ properties; to prepare on behalf of the Debtors necessary applications, complaints, answers, motions, orders, reports, plans, disclosure statements, and other documents; to represent the Debtors at hearings, proceedings, meetings, etc. in this Court and before other tribunals and administrative agencies; and to perform any and all other legal services for the Debtors which may be necessary or appropriate.
6. It is necessary for the Debtors to employ attorneys for such professional services.

7. Debtors wish to retain H3GM, subject to court approval, on the basis of H3GM's standard hourly rates, as same may be adjusted from time to time, including during the pendency of this case, which at present are as follows:

Shareholders	\$320.00 - \$500.00 per hour
Associates	\$170.00 - \$250.00 per hour
Law clerks	\$130.00 per hour
Paralegals	\$140.00 - \$165.00 per hour

8. The Debtors reserve the option to seek by separate motion Court approval of the payment of all or a portion of H3GM's fees and expenses more frequently than once every 120 days and to reward H3GM for extraordinary achievements on a mutually agreeable basis that, subject to court approval, would result in compensation in addition to that paid on an hourly basis.

9. H3GM, to the best of Debtors' knowledge, does not represent any interest adverse to the Debtors or Debtors' estates in the matters upon which it is to be engaged. In further support of this Application, the Debtors rely on the Verified Statement of Glenn B. Rose submitted herewith pursuant to Fed. R. Bank. P. 2014.

WHEREFORE, the Debtors pray that they be authorized to employ the firm of Harwell Howard Hyne Gabbert & Manner, P.C. to represent the Debtors in their bankruptcy cases.

Dated: September 25, 2009

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OPP PARTNERS, LTD.  
PASCAGOULA PROPERTIES, LTD.  
RUSSELL CROSSING PARTNERS, LTD.  
WYE PARTNERS, LTD.

By their General Partner:

FIFTEEN PROPERTIES, INC.

/s/ T. E. Newton

T. E. Newton, President

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**VERIFIED STATEMENT OF GLENN B. ROSE**

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I, Glenn B. Rose, hereby verify, under penalty of perjury, that the statements contained in the Application to Approve Employment of Harwell Howard Hyne Gabbert & Manner, P.C. (the “Application”) are true and correct to the best of my knowledge, information, and belief. I further verify, under penalty of perjury, that the statements below are true and correct to the best of my knowledge, information, and belief.

1. I am a partner and shareholder of Harwell Howard Hyne Gabbert & Manner, P.C. (“H3GM”).
2. H3GM, to the best of my knowledge, does not represent any interest adverse to the Debtors or Debtors’ estates in the matters upon which it is to be engaged.
3. H3GM, to the best of my knowledge, has no connection with the Debtors, the Debtors’ creditors, any other party in interest or their respective attorneys or accountants, the United States Trustee, or any other party employed in the office of the United States Trustee, except as follows:
  - (a) H3GM has been notified that Wells Fargo Bank, N.A. acts as successor trustee for the Registered Holders of Commercial Mortgage Acceptance Corp., Commercial Mortgage Pass-Through Certificates, Series 1997-ML1. To the best of H3GM’s knowledge, after discussions with the Debtors, Wells Fargo Bank, N.A. has no active role in these cases, as CWCapital Asset Management LLC currently administers the securitized debt in its capacity as special servicer. H3GM currently represents Wells Fargo Auto Finance, Inc. in one, small, inactive state-court action and has in the past provided legal services to other specialized financing affiliates of Wells Fargo Bank, N.A. H3GM has never performed services directly for Wells Fargo Bank, N.A. in any capacity, including as a trustee with respect to securitized obligations such as those at

issue in this case. None of the services H3GM has provided in the past to affiliates of Wells Fargo Bank, N.A. are related to this case or to the Debtors.

(b) The fees of H3GM in these bankruptcy cases have been guaranteed by William A. Oldacre, Jr., T. E. Newton and Mark McDonald, who are limited partners in several of the Debtors.

(c) H3GM has represented and continues to represent other non-Debtor entities owned or controlled by the individual limited partners identified in the paragraph above. One of these non-Debtor entities is the manager of the retail centers owned by the Debtors.

(d) Barbara D. Holmes, who is a partner of H3GM, was employed from 1988 through August of 1997 as an attorney in the Office of the U.S. Trustee.

4. Except as set forth above, H3GM is unaware of any representation of any creditor or other party in interest or their respective attorneys or accountants in any matter related to the Debtors. H3GM has not, however, reviewed a list of all of the Debtors' creditors. H3GM has definitely not represented, and will not represent, any creditor in connection with matters related to the Debtors.

5. None of the above representations create any adverse interest or potential conflict of interest to the Debtors or their estates. The representations are stated for the sole purpose of providing complete disclosure.

Dated: September 25, 2009

/s/ Glenn B. Rose  
Glenn B. Rose